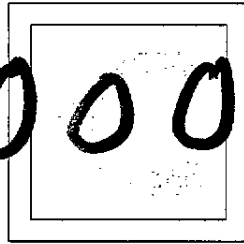


A98000001481



Courtelis
Company

June 12, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 JUN 15 AM 10:40
TALLAHASSEE, FLORIDA

Re: Daniels-I75 Associates, Ltd.

CM

800002559468--2
-06/15/98--01047--001
****262.50 ****262.50

Ladies and Gentlemen:

15th

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of limited partnership of Daniels-I75 Associates, Ltd., executed by its corporate general partner, Newcaster Devcorp, Inc., a Florida corporation, on June 12, 1998, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Newcaster Devcorp, Inc.; and
2. Courtelis Company's check number 2181, made payable to the Florida Department of State, in the amount of \$262.50, which represents the filing fee for the formation of same based upon an initial contribution of \$25,000.00 by the partners (i.e., \$175.00), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the certificate to the undersigned.

Sincerely yours,

Victor L. Stosik

Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Telephone: (305) 379-8467
Facsimile: (305) 381-7875

(LTRS-4SECYORST.2)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, the President of Newcaster Devcorp, Inc., a Florida corporation, and the general partner of Daniels-I75 Associates Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$25,000.00.

2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$25,000.00.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC. a
Florida corporation

By: W. Douglas Pitts
W. Douglas Pitts, President

Date: JUNE 12, 1998
Miami, Florida

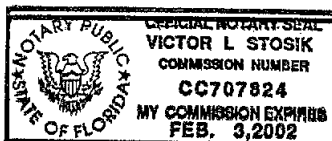
FILED
98 JUN 15 AM 10:40
STATE OF FLORIDA
TALLAHASSEE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared W. Douglas Pitts, as President of Newcaster Devcorp, Inc., a Florida corporation and the general partner of Daniels-I75 Associates, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of JUNE, 1998.

Victor L. Stosik
Name: _____
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DANIELS-I75 ASSOCIATES, LTD.**

FILED
98 JUN 15 10:40
CLERK OF DISTRICT COURT
FALLAHASSEE COUNTY, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is DANIELS-I75 ASSOCIATES, LTD.
2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
4. The name and business address of the general partner is NEWCASTER DEVCORP, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
5. The mailing address for DANIELS-I75 ASSOCIATES, LTD., is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2062, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of DANIELS-I75 ASSOCIATES, LTD., this 12th day of JUNE, 1998.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a
Florida corporation

By: _____

W. Douglas Pitts, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

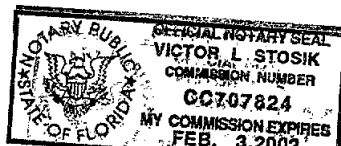
BEFORE ME, personally appeared W. Douglas Pitts, known to me to be President of NEWCASTER DEVCORP, INC., a Florida corporation, a General Partner of DANIELS-I75 ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 12th day of JUNE, 1998.

Name: _____

Notary Public, State of Florida

My Commission Expires:



LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DANIELS-I75 ASSOCIATES, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, has named NEWCASTER DEVCORP, INC., a Florida corporation, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a
Florida corporation

By:


W. Douglas Pitts, President

Date: JUNE 12, 1998

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.


W. Douglas Pitts

Date: JUNE 12, 1998

FILED
98 JUN 15 AM 10:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA